

1201 HAYS STREET  
TAMPA, FL 33604  
800-344-8863  
P96000068863



ACCOUNT NO. : 072100000032

REFERENCE : 057522 4710535

AUTHORIZATION :

COST LIMIT : \$ 70.75

*Patricia Pyjute*

ORDER DATE : August 19, 1996

ORDER TIME : 10:26 AM

5000001525299

ORDER NO. : 057522

CUSTOMER NO: 4710535

CUSTOMER: Mr. Stuart A. Thompson  
PORTER WRIGHT MORRIS & ARTHUR

Suite 400  
4501 Tamiami Trail North  
Naples, FL 33940

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 19 PM 1:26

DOMESTIC FILING

NAME: WHAT'S THE BIG IDEA?, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

RECEIVED  
96 AUG 19 PM 12:04  
DIVISION OF CORPORATIONS

*gr*  
*8/19/96*

EFFECTIVE DATE  
8/13/90  
ARTICLES OF INCORPORATION  
OF  
WHAT'S THE BIG IDEA?, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 19 PM 1:26

ARTICLE I. Name and Initial Address

The name of this corporation is WHAT'S THE BIG IDEA?, INC. and initial address of the corporation is 2791 Ardisia Lane, Naples, Florida 34109.

ARTICLE II. Duration

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

ARTICLE III. Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. Capital Stock

This corporation is authorized to issue 100 shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V. Rights of Shares of Capital Stock

Section 1. Dividends

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after payment of all valid corporate debts, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

### Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

### ARTICLE VI. Designation of Registered Agent and Registered Office

The initial registered agent of the corporation shall be James E. Willis and the initial registered office of the corporation is 4501 Tamiami Trail North, Suite 400, Naples, Florida 33940.

### ARTICLE VII. Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### ARTICLE VIII. Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one

(1). The names and addresses of the initial directors of this corporation are:

Gary and Marilyn Wittenberg  
2791 Ardisia Lane  
Naples, FL 34109

Robert Lee  
811 102nd Avenue North  
Naples, FL 34108

### ARTICLE IX. Incorporator

The name and address of the person signing these articles is:

James E. Willis  
Porter, Wright, Morris & Arthur  
4501 Tamiami Trail North, Suite 400  
Naples, Florida 34103

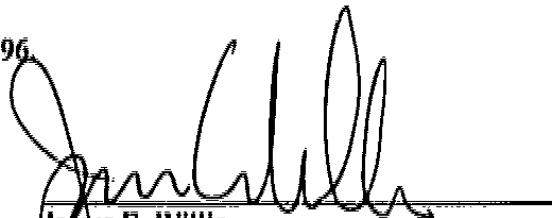
ARTICLE X. Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI. Effective Date of Incorporation

The corporate existence shall begin on August 13, 1996.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 13th day of August, 1996.

  
James E. Willis  
Porter, Wright, Morris & Arthur  
4501 Tamiami Trail North, Suite 400  
Naples, Florida 34103

State of Florida  
County of Collier

BEFORE ME, the undersigned authority, this 13th day of August, 1996, personally appeared JAMES E. WILLIS, who is personally known to me, and who took an oath.

  
NOTARY PUBLIC

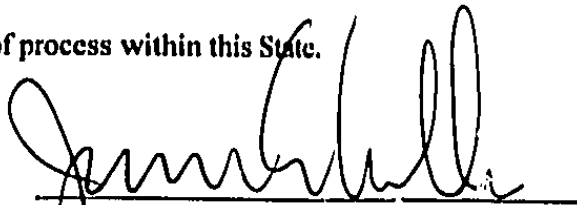


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
THE RESIDENT UPON WHOM PROCESS MAY BE SERVED.**

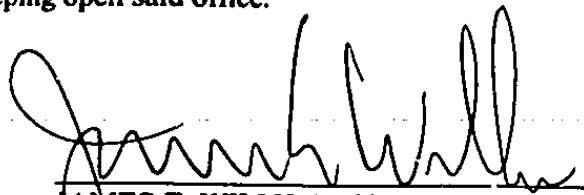
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 19 PM 1:26

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that WHAT'S THE BIG IDEA?, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in ARTICLES OF INCORPORATION at 2791 Ardisia Lane, City of Naples, County of Collier, State of Florida, has named JAMES E. WILLIS, located at 4501 Tamiami Trail North, Suite 400, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within this State.

  
JAMES E. WILLIS

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
JAMES E. WILLIS, Resident Agent